

CCH WASHINGTON SERVICE BUREAU

RECORDATION NO. 19371-A FILED
JAN 28 '98 2-10PM

655 15th Street, NW
Washington, DC 20005
Tel 202 508 0600
Fax 202 508 0694

January 28, 1998

Surface Transportation Board
The Mercury Building
1925 K Street NW
Washington DC 20435
Attn: Janice Fort
FAX (202) 565-9004

Enclosed are three (3) fully executed originals of the Memorandum of Omnibus Termination Agreement to be recorded for First Union Commercial Corporation, 301 South College Street, 20th Floor, Charlotte, NC 28202.

Thank you for your time and attention.

Sincerely,


Irene Adams Jefferson
CCH Washington Service Bureau

Commercial Corporation

One First Union Center
Charlotte, North Carolina 28288-0738
704 374-4900



VIA AIR DELIVERY

January 27, 1998

Ms. Irene Jefferson
CCH Washington Service Bureau
655 15th Street N.W., Suite 275
Washington, DC 20005

RE: MEMORANDUM OF OMNIBUS TERMINATION AGREEMENT

Dear Irene:

I am enclosing three (3) fully executed originals of the Memorandum of Omnibus Termination Agreement for you to record today with the Surface Transportation Board. After recording please forward all three (3) originals to my attention via air delivery to First Union Commercial Corporation, 301 South College Street, 20th Floor, Charlotte, North Carolina 28202 using the airbill attached.

Sincerely,

FIRST UNION COMMERCIAL CORPORATION

A handwritten signature in cursive script that reads "Linda H. Minter".

Linda H. Minter
Vice President

LHM/vj

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

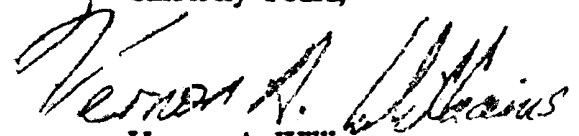
Irene Adams Jefferson
CCH Washington Service Bureau
655 15th Street, NW
Washington, DC 20005

DATE: 1/28/98

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 1/28/98 at 2:10PM, and
assigned recordation number(s). 19371-A;

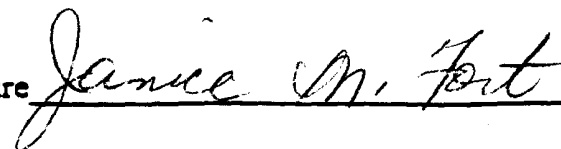
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$24.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 19371-A FILED

JAN 28 '98

2-10PM

MEMORANDUM OF
OMNIBUS TERMINATION AGREEMENT

by and between

Ashland Inc.

and

First Union Commercial Corporation

(successor by merger to

Signet Leasing and Financial Corporation)

dated as of

January 26, 1998

JAN 28 2 10 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.
SECTION 11301 ON JANUARY ____, 1998 AT __:__.M.

THIS MEMORANDUM OF OMNIBUS TERMINATION AGREEMENT by and between Ashland Inc. ("Lessee") and First Union Commercial Corporation (successor by merger to Signet Leasing and Financial Corporation) ("Lessor") dated as of January 26, 1998 (this "Agreement"), with reference to the following:

1. Lessee and Lessor entered into that certain Master Lease Agreement No. 1703 dated as of April 26, 1995 by and between First Union Commercial Corporation (successor by merger to Signet Leasing and Financial Corporation), Lessor and Ashland Inc., Lessee (the "Lease") filed with the Interstate Commerce Commission as Recordation No. 19371, recorded on April 26, 1995 in compliance with 49 U.S.C. Section 11303(a).

2. The parties desire to terminate the Lease and to release the security interest created thereby.

3. This Agreement may be executed in any number of counterparts and by different parties hereto on separate counterparts, each of which counterparts, when executed and delivered, shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed on the date first written above.

LESSOR:

**FIRST UNION COMMERCIAL
CORPORATION**

By: *Linda H. Minter*
Name: LINDA H. MINTER
Title: VICE PRESIDENT

LESSEE:

ASHLAND INC.

By: *John W. Dansby* *JK*
Name: John W. Dansby *AM*
Title: Administrative Vice President and Treasurer

STATE OF KENTUCKY)
)
COUNTY OF GREENUP)

ss.:

On this 20th day of January, 1998, before me personally appeared John W. Dansby, to me personally known, who, being by me duly sworn, says that he/she is the Vice President and Treasurer of ASHLAND INC. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth A. Williams
Notary Public

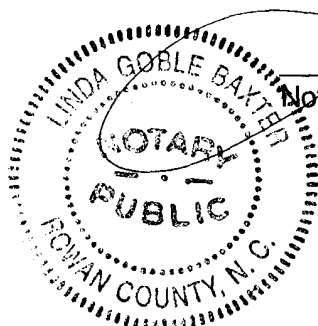
[Notarial Seal]

My Commission expires ELIZABETH A WILLIAMS
My commission expires April 28, 1999

STATE OF North Carolina)
)
COUNTY OF Rowan)

ss.:

On this 26th day of January, 1998, before me personally appeared Linda H. Minter, to me personally known, who, being by me duly sworn, says that he/she is Vice President of FIRST UNION COMMERCIAL CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Linda Goble Baxter
Notary Public

[Notarial Seal]

My Commission expires
11-24-2000